

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
FIELDWOOD ENERGY III LLC, et al.,	§	Case No. 20-33948 (MI)
Post-Effective Date Debtors.¹	§	(Jointly Administered)

§

Re: Docket Nos. 293 & 413

NOTICE OF EXCESS FEES FOR LISKOW & LEWIS

PLEASE TAKE NOTICE THAT, on September 3, 2020, Fieldwood Energy LLC and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession, filed the *Motion of Debtors for Order Authorizing Debtors to Employ Professionals Used in Ordinary Course of Business Effective as of the Petition Date* (Docket No. 293) (the “**Motion2**

PLEASE TAKE FURTHER NOTICE THAT, on October 6, 2020, the Court entered the *Order Authorizing Debtors to Employ Professionals Used in Ordinary Course of Business Effective as of the Petition Date* (Docket No. 413) (the “**Order**”) granting the relief requested in the Motion.

PLEASE TAKE FURTHER NOTICE THAT, pursuant to the Order, the fees, excluding costs and reimbursable expenses, of each Ordinary Course Professional set forth on Exhibit 1 of the Order, including Liskow & Lewis (“**Liskow**”), shall not exceed \$100,000 for each month on average over any three-month period on a rolling basis starting from the first full month after the Petition Date (the “**Tier 2 Monthly Cap**”) and may not exceed \$600,000 over a rolling twelve-month period starting from the first full month after the Petition Date (the “**Tier 2 Yearly Cap**”).

¹ The Post-Effective Date Debtors, along with the last four digits of each Post-Effective Date Debtor’s federal tax identification number, as applicable, are: Fieldwood Energy III LLC (6778); Fieldwood Energy Offshore LLC (4494), Fieldwood Energy Inc. (4991), GOM Shelf LLC (8107), and FW GOM Pipeline, Inc. (8440). Fieldwood Energy III LLC, Fieldwood Energy Offshore LLC, and Fieldwood Energy Inc. are managed and operated by the Plan Administrator, whose primary mailing address is 16255 Ventura Blvd., Suite 440, Encino, CA, 91436, C/O of Province LLC. GOM Shelf LLC and FW GOM Pipeline, Inc. (collectively, the “**Post-Effective Date FWE I Subsidiaries**”) are managed and operated by Jon Graham, as sole manager of each Post-Effective Date FWE I Subsidiary. The Debtors in the other nine pending chapter 11 cases (which continue to be jointly administered with the cases of the Post-Effective Date Debtors), each of which have either been dissolved or merged into other entities as of the Effective Date, consist of the following: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422).

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

PLEASE TAKE FURTHER NOTICE THAT, pursuant to paragraph 1(ix) of the Order, to the extent an Ordinary Course Professional seeks compensation in excess of its applicable Monthly Cap and/or Yearly Cap (the “**Excess Fees**”), the Ordinary Course Professional shall file with the Court a notice of fees in excess of the applicable cap (the “**Notice of Excess Fees**”) and an invoice setting forth, in reasonable detail, the nature of the services rendered and disbursements actually incurred. The Reviewing Parties or a party in interest shall then have 14 days to file an objection to the Notice of Excess Fees with the Court. If after 14 days no objection is filed, the Excess Fees shall be deemed approved, and the Ordinary Course Professional may be paid 100% of its fees and 100% of its expenses without the need to file a fee application.

PLEASE TAKE FURTHER NOTICE THAT, the payments to Liskow during the quarter ending October 31, 2021 (the “**Excess Fee Period**”) exceeded the Tier 2 Monthly Cap. By this notice, Liskow seeks approval of \$33,445.30 in compensation paid in excess of the Tier 2 Monthly Cap.³ In accordance with the procedures set forth above, a summary invoice setting forth, in reasonable detail, the nature of the services it rendered and disbursements actually incurred for the Excess Fee Period is annexed hereto as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE THAT if no objection to this Notice of Excess Fees is received prior to January 18, 2022, Liskow’s Excess Fees shall be deemed approved and Liskow may be paid 100% of its fees and 100% of its expenses for the Excess Fee Period without the need to file a formal fee application.

³ As reflected in the Quarterly Report filed on November 30, 2021 (Docket No. 2285), Liskow was paid \$333,445.30 during the quarter ending October 31, 2021 which included amounts for services that Liskow anticipated it would provide immediately post-closing in connection with the Debtors’ chapter 11 plan. Liskow has since substantially completed its services and is holding \$20,011.45 in trust.

Date: January 3, 2022
Houston, Texas

/s/ Jessica Liou

WEIL, GOTSHAL & MANGES LLP
Alfredo R. Pérez (15776275)
Clifford W. Carlson (24090024)
700 Louisiana Street, Suite 1700
Houston, Texas 77002
Telephone: (713) 546-5000
Facsimile: (713) 224-9511

Emails: Alfredo.Perez@weil.com
Clifford.Carlson@weil.com
-and-

WEIL, GOTSHAL & MANGES LLP
Matthew S. Barr (admitted *pro hac vice*)
Jessica Liou (admitted *pro hac vice*)
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Emails: Matt.Barr@weil.com
Jessica.Liou@weil.com

*Counsel for Plan Administrator and certain
Post-Effective Date Debtors*

Certificate of Service

I hereby certify that on January 3, 2022, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Jessica Liou

Jessica Liou

Exhibit A

LISKOW&LEWIS

A Professional Law Corporation

1001 Fannin Street
Suite 1800
Houston, TX 77002
(713) 651-2900 Main
(713) 651-2908 Fax

www.Liskow.com

December 30, 2021

One Shell Square
701 Poydras Street, Suite 5000
New Orleans, LA 70139
(504) 581-7979 Main
(504) 556-4108 Fax

822 Harding Street
Post Office Box 52008
Lafayette, LA 70505
(337) 232-7424 Main
(337) 267-2399 Fax

LISKOW & LEWIS SUMMARY INVOICE

Payment Received* during the Quarter Ending October 31, 2021 \$333,445.30
Consisting of services (\$333,297.70) and costs** (\$147.60)

Accrued Services (\$313,286.25) and costs** (\$147.60)	\$313,433.85
Balance held in escrow	\$ 20,011.45

- Reviewing, analyzing, and summarizing mortgage filings;
- Reviewing and analyzing Louisiana and OCS issues related to assignments, mergers, mortgages, and related documents to be executed on exit from bankruptcy;
- Reviewing and analyzing Louisiana and OCS issues at the request of lead counsel, arising from various motions and objections by LLOG;
- Reviewing a credit bid purchase and sale agreement and other documents related to the same;
- Reviewing documents related to the divisive mergers for Louisiana law concerns;
- Reviewing, revising, and analyzing for Louisiana and OCS law issues, various plan supplement documents in connection with the proposed restructuring transactions;
- Reviewing, revising, and analyzing Louisiana law issues in exit financing security interests and releases;
- Coordinating with Alabama and Mississippi counsel on exit financing matters;
- Preparing and rendering Louisiana, Texas, and OCS law financing opinions with respect to exit financing security interests (first lien, second lien, and APA);
- Advice generally with respect to the foregoing;
- Numerous meetings, conference calls, and correspondence (both internal and external) regarding the foregoing; and
- Attend closing of the exit facility in Houston, Texas.

*\$168,445.30 of the amount received was in payment of the following invoices: 9857932 dated April 15, 2021 in the amount of \$823.50; 9861376 dated July 16, 2021 in the amount of \$72,226.00; and 9862270 dated August 5, 2021 in the amount of \$95,395.80.

**Breakdown of Costs:

<u>Costs</u>	<u>Amount</u>
Secretary of State, Texas case search	\$ 6.00
Westlaw Search	\$104.00
Copying	\$ 0.80
Courier – local delivery services	\$ 36.80